P10000060425

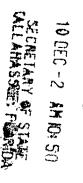
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MERCEY

COVER LETTER

-4					
TO:	Amendment Section Division of Corporations				
SUBJE	CCT: NICOLAS VILLALBA W Name of Surviving Corp	HOL oration	ESALERS, I	NC	
·					
The en	closed Articles of Merger and fee are submitte	ed for	filing.		
Please	return all correspondence concerning this mat	ter to	following:		
	John S. Bohatch, Esq				
	Contact Person		_		
	GUTTENMACHER & BOHATCH, P.A.		_		
	Firm/Company				
	7301 SW 57th Court, Suite 560		_	,	
	Address	•			
	SOUTH MIAMI, FLORIDA 33143		<u></u>		
	City/State and Zip Code	· ·.			
	law@gbtaxlaw.com		_		
E-n	nail address: (to be used for future annual report notific	cation)			
For furt	her information concerning this matter, please	e call:			
	John S. Bohatch, Esq.	At (305)	666-1040	
	Name of Contact Person	`	Arca Code &	Daytime Telephone Number	
Ce	rtified copy (optional) \$8.75 (Please send an add	ditiona	l copy of your doc	ument if a certified copy is requeste	ed)
,	STREET ADDRESS:		MAILING AI	DDRESS:	
	Amendment Section		Amendment So	ection	
	Division of Corporations		Division of Co	•	
	Clifton Building		P.O. Box 6327		
	2661 Executive Center Circle Tallahassee, Florida 32301		Tallahassee, Flo	orida 32314	

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First. The name and jurisdiction of the	surviving corporation;		
<u>Name</u>	Jurisdiction	Document Number (If known/applicable)	ALCHA!
Nicolas Villalba Wholesaters, Inc.	Florida	P10000060425	HEC-2 AN
Second: The name and jurisdiction of ea	ach merging corporation:		
<u>Name</u>	<u>Jurisdiction</u>	Document Number (If known/ applicable)	50
Nicolas Villalba Wholesalers, Inc.	New Jersey	Unknown	
		-	
		<i>,</i>	
	,		
Third : The Plan of Merger is attached.	į.		
Fourth: The merger shall become effection Department of State.	ive on the date the Articles of M	lerger are filed with the Flo.	rida
	ific date. NOTE: An effective date cas after merger file date.)	nanot be prior to the date of filing	or more
Fifth: Adoption of Merger by surviving The Plan of Merger was adopted by the sl	corporation - (COMPLETE ONI nareholders of the surviving cor	LY ONE STATEMENT) poration on July 20, 20	10
The Plan of Merger was adopted by the board and sharehold	pard of directors of the survivin ler approval was not required.	g corporation on	
Sixth: Adoption of Merger by merging of the Plan of Merger was adopted by the sh	corporation(s) (COMPLETE ONL nareholders of the merging corp	Y ONE STATEMENT) July oration(s) on	20, 201 XXXXXXXX
The Plan of Merger was adopted by the board and sharehold	oard of directors of the merging er approval was not required.	corporation(s) on	1

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Nicolas Villalba	nulla	
Wholesalers, Inc. (FI).		NICOLAS VILLALBA, President
Nicolas Villalba		
Wholesalers, Inc. (NJ).	MURA	NICOLAS VILLALBA, President
	· · · · · · · · · · · · · · · · · · ·	

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

the Merging Company be merged into the Surviving Company.

Name	Jurisdiction
Nicolas Villalba Wholesalers, Inc.	Florida .
Second: The name and jurisdiction of each p	merging corporation:
<u>Name</u>	Jurisdiction
Nicolas Villalba Wholesalers, Inc.	New Jersey
Third: The terms and conditions of the merg	ger are as follows:
The Directors & Shareholders deem	it advisable and to the advantage of the companies that

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

All of the assets and liabilities of the Merging Company are maintained by the Surviving Company

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

<u>OR</u>

Restated articles are attached:

Other provisions relating to the merger are as follows: